

C. GRANVILLE WYCHE  
ALFRED F. BURGESS  
C. THOMAS WYCHE  
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JAMES C. PARHAM, JR.  
JAMES M. SHOEMAKER, JR.  
WILLIAM W. KEHL  
CHARLES W. WOFFORD  
LARRY D. ESTRIDGE  
D. ALLEN GRUMBINE  
CARY H. HALL, JR.  
CARL F. MULLER  
HENRY L. PARR, JR.  
BRADFORD W. WYCHE  
ERIC B. AMSTUTZ\*

WYCHE, BURGESS, FREEMAN & PARHAM

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

GREENVILLE, SOUTH CAROLINA 29603

RECORDATION NO. 9899-1 Filed 1425

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JUN 9 1981-1 45 PM  
INTERSTATE COMMERCE COMMISSION

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\*ADMITTED TO D. C. BAR ONLY

JUN 9 1981-1 45 PM

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Mrs. Lee  
Interstate Commerce Commission  
Constitution Avenue at 12th St., N.W.  
Room 1227  
Washington, D. C. 20023

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Re: Second Amendment to Certificate of Acceptance  
between Railroad Boxcar Associates and National  
Railway Utilization Corporation

Dear Mrs. Lee:

Enclosed for filing under Section 20c of the Interstate  
Commerce Act please find the following:

Second Amendment to Certificate of Acceptance dated as  
of December 11, 1978 under Management Agreement between  
Railroad Boxcar Associates and National Railway Utilization  
Corporation.

The Certificate of Acceptance was previously filed with  
the Interstate Commerce Commission on December 12, 1978 and bears  
the recording number 9899-A.

The address of National Railway Utilization is 100 North 20th  
Street, Second Floor, Philadelphia, Pennsylvania. The address of  
Railroad Boxcar Associates is c/o Saul Duff Kronovet, 425 Park Avenue,  
New York, New York 10022.

I enclose a check in the amount of \$10.00 payable to the Inter-  
state Commerce Commission as the cost for filing this additional  
instrument under a document previously recorded.

I also enclose three executed originals of this Second Amend-  
ment to Certificate of Acceptance. Please place one on file with  
your office, stamp the remaining Amendments and return them to me at  
the address on this letterhead.

Very truly yours,

Carl F. Muller  
Carl F. Muller

CFM/bjm  
Enclosures

JUN 9 1981-1 45 PM

SECOND AMENDMENT dated as of December 1, 1980 to that certain INTERSTATE COMMERCE COMMISSION CERTIFICATE OF ACCEPTANCE dated December 11, 1978 issued under a MANAGEMENT AGREEMENT dated as of December 11, 1978 between RAILROAD BOXCAR ASSOCIATES (termed "Owner") and NATIONAL RAILWAY UTILIZATION CORPORATION (termed "Manager").

WHEREAS, Owner and Manager have determined that certain of the 50'6" Type XM Railroad Boxcars which are subject to this Management Agreement should be remarked in order to maximize their utilization and earnings;

NOW, THEREFORE, in consideration of this benefit to the parties and in further consideration of \$1.00 in hand paid by each party to the other, the parties hereto agree as follows:

The Certificate of Acceptance under the Management Agreement is amended by changing the Equipment Numbers from the following:

NSL 155275 through NSL 155346

to the following:

NSL 155275 through NSL 155283  
MISS 155284  
NSL 155285 through NSL 155293  
MISS 155294 through MISS 155295  
NSL 155296 through NSL 155300  
MISS 155301  
NSL 155302  
MISS 155303  
NSL 155304 through NSL 155320  
MISS 155321  
NSL 155322 through NSL 155346

IN WITNESS WHEREOF, Owner and Manager each pursuant to due authority, have caused these presents to be duly executed.

Rachel Gas Fried  
Witness

RAILROAD BOXCAR ASSOCIATES

By: Stephen W. Wilson  
General Partner

\_\_\_\_\_  
Witness

STATE OF NEW YORK )

CITY OF NEW YORK )

ss:

I hereby certify that on this 27th day of February, 1981, before me personally appeared Helman R Waxman, who, being duly sworn, acknowledged ~~himself~~ to be a general partner of RAILROAD BOXCAR ASSOCIATES, a limited partnership, and that ~~he~~ as such general partner, being authorized so to do, executed the foregoing instrument on behalf of RAILROAD BOXCAR ASSOCIATES for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

My Commission expires:

JEAN W. SPENCER  
NOTARY PUBLIC, State of New York  
No. 2700-04118  
Qualified in Kings County  
Commission Expires March 30, 1981

Jean W. Spencer  
Notary Public of New York

(SEAL)

NATIONAL RAILWAY UTILIZATION CORPORATION

BY

Richard J. Kelly  
Vice President

ATTEST

T. W. Strzepek  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA:

ss:

COUNTY OF PHILADELPHIA:

On this 21st day of May, 1981, before me personally appeared Richard J. Kelly, to me personally known, who, being by me duly sworn, says that he is Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was duly signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Marttha T. Mills  
Prothonotary of Pennsylvania

My Commission Expires:

MARTHA T. MILLS  
Notary Public, Phila. Phila. Co.  
My Commission Expires March 5, 1984